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**IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH**

<p>LUIS AGUILERA, derivatively on behalf of CO-DIAGNOSTICS, INC.,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>DWIGHT H. EGAN, REED L. BENSON, BRENT SATTERFIELD, EUGENE DURENARD, EDWARD MURPHY, JAMES NELSON, and RICHARD S. SERBIN,</p> <p style="text-align: center;">Defendants,</p> <p style="text-align: center;">and</p> <p>CO-DIAGNOSTICS, INC.,</p> <p style="text-align: center;">Nominal Defendant.</p>	<p>Case No. 2:20-cv-00654-JNP-CMR</p> <p>DECLARATION OF CHRISTOPHER MILAZZO IN FURTHER SUPPORT</p> <p>Judge Jill N. Parrish</p>
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I, Christopher P. Milazzo, an attorney admitted pro hac vice in this action, and a member of Carmel, Milazzo & Feil LLP, attorneys for Defendants Dwight H. Egan, Reed L. Benson, Brent Satterfield, Eugene Durenard, Edward Murphy, James Nelson, and Richard S. Serbin, in this action, declare as follows:

1. Unless stated upon information and belief, I am fully familiar with the facts set forth herein.

2. Attached hereto as Exhibit A is the October 19, 2020 Demand Letter from Plaintiff Matthew Wallace.

3. Attached hereto as Exhibit B is the October 29, 2020 Response Letter to Matthew Wallace from Co-Diagnostics Inc.

PURSUANT TO 28 U.S.C. § 1746, I DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT THE FOREGOING IS TRUE AND CORRECT.

EXECUTED ON THIS 23rd DAY OF JUNE, 2021.

/s/ Christopher P. Milazzo
CHRISTOPHER P. MILAZZO

CERTIFICATE OF SERVICE

I hereby certify that on this 23rd day of June 2021, a true and correct copy of the foregoing DECLARATION OF CHRISTOPHER MILAZZO IN FURTHER SUPPORT was filed via the CM/ECF system, and accordingly, delivered to all parties of record.

By: /s/ Ryan B. Hancey
Ryan B. Hancey, Esq.,

EXHIBIT A



Benjamin I. Sachs-Michaels
bsachsmichaels@glancylaw.com
1925 Century Park East, Suite 2100
Los Angeles, California 90067
T: (310) 201-9150

October 19, 2020

Board of Directors
Co-Diagnostics, Inc.
2401 S. Foothill Drive
Salt Lake City, UT 84109

Re: *Demand to Take Legal Action Pursuant to Utah Law*

Dear Sir or Madam:

We represent Matthew Wallace, a beneficial owner of 300 shares of common stock of Co-Diagnostics, Inc. (“Co-Diagnostics” or the “Company”). Mr. Wallace has owned his Co-Diagnostics stock continuously since February 2020. This letter shall serve as our client’s demand to take legal action against all persons for the breaches of fiduciary duty set forth below. Proof of his stock ownership is attached hereto as Exhibit A.

As you know, Co-Diagnostics develops molecular tools for detection of infectious diseases, liquid biopsy for cancer screening, and agricultural applications, primarily using its proprietary Co-Primer technology.

In the wake of the Covid-19 pandemic, the Company used its Co-Primer technology to develop a diagnostics test—within one week, according to public reports. On February 24, 2020, Co-Diagnostics became the first U.S. company to receive European regulatory approval to sell its Covid-19 test kit, and on April 6, 2020, the Company was the first to receive regulatory approval from the U.S. Food and Drug Administration (“FDA”) for Emergency Use Authorization, allowing the tests to be used by certified clinical laboratories in the U.S.

In the following weeks, the Company’s officers touted test as being “100% accurate.” When *The Salt Lake Tribune* questioned the accuracy of Co-Diagnostics’ tests in an article on April 30, 2020, the Company’s Chief Technology Officer, Dr. Brent Satterfield, dismissed the concerns and reassured that the tests were between 99.52% and 100% accurate in unspecified FDA and European studies. When public criticism mounted, Co-Diagnostics’ officers doubled down and claimed the tests were 100% accurate. For example, on May 1, 2020, the Company issued a press release in which Dr. Satterfield was quoted as saying “[W]e have consistently and repeatedly achieved 100% clinical sensitivity and specificity and you can’t do better than that.”

However, the truth began to emerge on May 14, 2020, when *The Salt Lake Tribune* reported that TestUtah.com, which used Co-Diagnostics’ tests, “declined to join other major Utah labs in a joint experiment to confirm one another’s test quality.” The article disclosed that Co-Diagnostics’

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tests “have a higher ‘limit of detection’—that is, they require more of the virus to trigger a positive result—than most other coronavirus tests approved for sale in the U.S.” As a result, the Company’s tests were likely to have a higher false negative reporting rate. The same day, the FDA underscored: “No test will be 100% accurate due to performance characteristics, specimen handling, or user error”

Then, on May 20, 2020, statistician Zhiyuan Sun wrote an article¹ identifying details in the Company’s studies and further casting doubt on Co-Diagnostics’ claims of a 100% accurate test. For example, he stated that one of the studies had a sample size of only 200 patients and that “[w]ith a sample size that small, a low error rate, say 1% to 2%, could be really hard to detect.” He also pointed out that “the study itself explicitly stated that the test could in fact be 96% to 98% effective, rather than 100%.”

* * *

Demand is hereby made that the Board investigate whether any of Co-Diagnostics’ officers and directors committed non-exculpable breaches of fiduciary duties or other violations of applicable law in connection with the allegations herein.

We note that many members of the current Board do not appear disinterested and independent for the purposes of considering or responding to this demand letter. We urge the Board to conduct an independent and disinterested investigation of the allegations herein as it is required to do under Utah law.

Please confirm receipt of this letter and the measures that you plan to take to address the harm inflicted upon Co-Diagnostics as a result of the actions and omissions alleged.

Regards,

s/Benjamin I. Sachs-Michaels
Benjamin I. Sachs-Michaels

¹ Zhiyuan Sun, “Is Co-Diagnostics’ Stock in a Bubble?” *Motley Fool*, (May 20, 2020). <https://www.fool.com/investing/2020/05/20/is-co-diagnostics-stock-in-a-bubble.aspx>

Exhibit A

Schwab One® Account of
MATTHEW SCOTT WALLACEStatement Period
September 1-30, 2020

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
	Units Purchased	Cost Per Share	Cost Basis		Holding Days	Holding Period	
CO DIAGNOSTICS INC SYMBOL: COOX	872,000	13.59000	11,850.48	38%	(3,116.07)	N/A	N/A
	300,000	18.4202	5,526.06	02/27/20	(1,449.06)	216	Short-Term
	227,000	17.5407	3,981.74	05/29/20	(896.81)	124	Short-Term
	95,000	21.0000	1,995.00	08/13/20	(703.95)	48	Short-Term
	250,000	13.8550	3,463.75	09/11/20	(66.25)	19	Short-Term
Cost Basis			14,906.55				

EXHIBIT B



October 29, 2020

Via First Class and Electronic Mail

Glancy, Prongay, & Murray LLP
Attn: Benjamin I. Sachs-Michaels, Esq.
1925 Century Park East, Suite 2100
Los Angeles, California 90067

Re: Matthew Wallace: Demand to Take Legal Action Pursuant to Utah Law

Dear Mr. Sachs-Michaels:

We represent Co-Diagnostics, Inc. (“Co-Diagnostics” or the “Company”) with respect to the above-referenced demand of Matthew Wallace (“Wallace”) for an investigation into the Company’s officers and directors.

We note that your demand to “investigate whether any of Co-Diagnostics’ officers and directors committed non-exculpable breaches of fiduciary duties or other violations of applicable law” is made in connection with allegations you assert are set forth in your letter to the Company, dated October 19, 2020. However, we note that you have not outlined any potential breaches of fiduciary duties or other violations of law which we may endeavor to investigate.

With respect to the items you have outlined, we first note that you have mischaracterized statements made by Dr. Brent Satterfield regarding the accuracy of the Co-Diagnostics COVID-19 test, as set forth in an April 30, 2020 Salt Lake Tribune article entitled ‘*This is a Potential Public Health Disaster; COVID-19 Results From TestUtah.com Are Raising Questions*.¹ We disagree with your characterization that the Company’s officers touted the test as being “100% accurate.” Instead, Dr. Satterfield reported on the results of outside evaluations of the Company’s COVID-19 test, stating that the “tests scored between 99.52% and 100% in evaluations conducted by the FDA and in Europe” and that “[w]e are in the same ballpark as the other tests.” If you have information to suggest that the evaluations conducted by the FDA and in Europe did not yield those conclusions, as of the date of Dr. Satterfield’s recitation of same, we invite you to provide us with such information.

Likewise, you have, as we believe, mistakenly raised concerns with certain statements made in a May 1, 2020 Press Release entitled *Co-Diagnostics, Inc. Releases COVID-19 Test Performance Data: Consistently Demonstrates 100% Sensitivity and 100% Specificity Across Independent Evaluations* (the “Press Release”) wherein Dr. Satterfield quoted from independent laboratory evaluations of Co-Diagnostics’ COVID-19 test, each of which demonstrated 100% sensitivity and 100% specificity.² You will note that these test results are not conclusions

¹ A true and correct copy of the Article is annexed hereto as “**Exhibit A.**”

² A true and correct copy of the Press Release is annexed hereto as “**Exhibit B.**”

attributable to Dr. Satterfield, nor do his statements consist of any more than an announcement of said test results. Therefore, your assertion that “Co-Diagnostics’ officers doubled down and claimed the tests were 100% accurate” is simply not correct. By the Press Release, Co-Diagnostics claimed nothing more than that it achieved the results as specified in the independent evaluations, a claim which is unequivocally and undeniably true. For your reference, these evaluations were linked in the Press Release.

Therefore, with respect to your demand that we investigate whether Co-Diagnostics’ officers and directors breached some unspecified fiduciary duty or other violation of law with respect to the allegations you raised, as set forth above, your mischaracterization of the attributed statements creates a false premise. Based on our investigation, the actual statements made are and were true and correct at the time they were made.

You also allege that “many members of the current Board do not appear disinterested and independent” for the purposes of responding to your letter with respect to the allegations raised therein. Again, we refer you to all of the foregoing regarding those allegations actually raised.

In addition, you have failed to raise any inference, reasonable or otherwise, as to any concern regarding the independence of any of the officers or directors of the Company. Indeed, your sole complaint rests on the forced mischaracterization of the statements by Dr. Satterfield. Please allow us to be very clear, we will not conduct an investigation into unspecified officers or directors regarding unspecified allegations of purported lack of disinterestedness or independence, nor will we make any guesses or presumptions as to any unspecified complaints.

As such, we consider the matter closed.

As a final note, you have in conclusory fashion alleged that the unspecified actions and omissions by unspecified officers or directors has inflicted harm upon the Company. While *we* note that you have failed to set forth any actions, omissions, officers, directors, or harm to the company whatsoever, *you* should note that under current management, the Company has sold more than 7,000,000 COVID-19 tests and increased the net equity **thirtyfold** since the send of 2019. As such, your assertion of harm done is rejected as frivolous and we will take no further action.

Sincerely,

/s/ Christopher P. Milazzo, Esq.

cc: Client